

A RESOLUTION
NO. _____

**A RESOLUTION OF THE COUNCIL OF COLUMBUS, GA
APPROVING THE THIRD AMENDED AND RESTATED ARTICLES
OF ORGANIZATION FOR
VALLEY PARTNERSHIP - JOINT DEVELOPMENT AUTHORITY**

WHEREAS, Columbus Consolidated Government participated in the creation of, and continues to participate in, the Joint Development Authority of Harris, Marion, Muscogee, Talbot and Taylor Counties (the “Original Authority”); and

WHEREAS, the Council of Columbus, GA has determined that it is in the best interest of Columbus, GA to continue such involvement in the Authority in order to promote trade, commerce, industry and increased employment opportunities for the public good and general welfare; and

WHEREAS, the Council of Columbus, GA having previously determined that the interests of Columbus, GA in the Authority would be furthered by the inclusion of Chattahoochee County in the Original Authority and having changed the name of the Authority to “Valley Partnership - Joint Development Authority” (the “Authority”); and

WHEREAS, under the provisions of O.C.G.A. 36-62-5.1 a Joint Development Authority may be amended by the appropriate concurrent resolutions of the participating governing bodies; and

WHEREAS, the First Amended and Restated Articles of Organization, pursuant to which the Authority is operated, were previously amended by the Second Amended and Restated Articles of Organization to recognize the addition of Chattahoochee County as a participant in the Authority; and

WHEREAS, the following governmental organizations desire to participate in the Authority, to wit:

- (i) Columbus Consolidated Government
- (ii) West Point, Georgia
- (iii) Russell County, Alabama
- (iv) Harris County, Georgia
- (v) Talbot County, Georgia
- (vi) Chattahoochee County, Georgia
- (vii) Marion County, Georgia
- (viii) Taylor County, Georgia

WHEREAS, the Council of Columbus Georgia has determined that the structure of the Board of Directors shall be revised to provide that two members of the board shall be chosen by each of the participating governmental organizations;

NOW THEREFORE, BE IT FURTHER RESOLVED BY THE COUNCIL OF COLUMBUS, GEORGIA, that the Columbus Consolidated Government shall furnish to the Secretary of State a certified copy of this Resolution in compliance with the provisions of the Georgia Development Authorities Law.

BE IT FURTHER RESOLVED, that the Mayor of Columbus, GA is authorized to execute the Third Amended and Restated Articles of Organization on behalf of the Consolidated Government and such execution shall be deemed to be approval by Council and binding upon the Consolidated Government.

BE IT FURTHER RESOLVED, that any prior resolutions adopted by the Council with respect to the Authority shall deem to be terminated and of no further force and effect upon the adoption of this Resolution.

BE IT FURTHER RESOLVED, that this Resolution shall be effective immediately upon its adoption by the Council of Columbus, GA and the concurrent adoption of similar resolutions by the governing authority of the other participating counties, and from and after _____, 2026 (the “Effective Date”) the Authority shall be deemed activated and created.

INTRODUCED at a regular meeting of the Council of Columbus, Georgia, held in the ____ day of _____, 2026, and adopted at said meeting by the affirmative vote of members of said Council.

Councilor Allen	Voting	_____		
Councilor Barnes	Voting	_____	_____	_____
Councilor Chambers	Voting	_____		
Councilor Cogle	Voting	_____		
Councilor Cook	Voting	_____		
Councilor Crabb	Voting	_____		
Councilor Davis	Voting	_____		
Councilor Garrett	Voting	_____		
Councilor Huff	Voting	_____		
Councilor Tucker	Voting	_____		

_____	Lindsey G. McLemore, Clerk of Council	_____	B.H. “Skip” Henderson, III, Mayor
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THIRD AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
VALLEY PARTNERSHIP - JOINT DEVELOPMENT AUTHORITY

Pursuant to the provisions of the Development Authorities Law (Ga. L. 1963, p. 531, § 1; as amended by Ga. L. 1969, p. 137, § 1, codified at O.C.G.A. § 36-62-1 through §36-62-13). The Joint Development Authority of Harris, Marion, Muscogee, Talbot and Taylor Counties was created as of July 15, 1997, with Articles of Organization filed with the Secretary of State of the State of Georgia on October 22, 1997, and by concurrent resolutions approved by the Board of Commissioners for Harris County, Georgia, the Board of Commissioners for Marion County, Georgia, the Council of Columbus, Georgia, the Board of Commissioners for Talbot County, Georgia, and the Board of Commissioners for Taylor County, Georgia. the Articles of Organization were later amended with the consent of all participants to add Chattahoochee County, Georgia, to the Joint Development Authority and renaming the Authority the Valley Partnership Joint Development Authority. As of _____, 2026, the City Council for West Point Georgia, , the Board of Commissioners of Russell County, Alabama, , the Board of Commissioners for Harris County, Georgia, the Board of Commissioners for Marion County, Georgia, the Council of Columbus, Georgia, the Board of Commissioners for Talbot County, Georgia, the Board of Commissioners for Taylor County, Georgia, all of which are hereinafter sometimes collectively referred to as the “Governing Bodies” or the “Counties” and sometimes individually referred to as a “Governing Body” or a “County”), have all approved the resolutions attached hereto as Exhibits “A”, “B”, “C”, “D”, “E”, “F”, “G”, “H”, “I”, and “J” respectively (the “Concurrent Resolutions”). The Joint Development Authority as amended and restated, effective as of _____, 2026, shall continue to be known as the Valley Partnership - Joint Development Authority (the “Authority”) which shall be deemed an instrumentality of Chattahoochee County, Harris County, Marion County, Columbus, Muscogee County, Talbot County Taylor County, West Point, Georgia, and Russell County, Alabama, with the powers and limitations provided for herein and under O.C.G.A. § 36-62-5.1, authorizing the creation of joint development authorities by two or more counties.

NOW, THEREFORE, be it enacted, by the authorized resolutions concurrently approved by the Governing Bodies, the Authority is hereby created and organized as follows:

1. Public Purpose. The Authority is created for the public purpose of promoting and expanding industry and trade in Chattahoochee County, Harris County, Marion County, Columbus, Muscogee County, Talbot County, Taylor County, West Point,

Georgia, Russell County, Alabama, (each a “Governing Body” and collectively “Governing Bodies”) and to attract new industry to provide increased employment for the citizens living within the jurisdiction of the Authority and to expand the ad valorem property tax base for the participating entities.

2. Board of Directors. The Authority shall be controlled by a Board of Directors (the “Board”) consisting of twenty (20) members, as follows:

- (a) Two (2) members of the Board shall be appointed by the Board of Commissioners for Chattahoochee County;
- (b) Two (2) members of the Board shall be appointed by the Board of Commissioners for Harris County;
- (c) Two (2) members of the Board shall be appointed by the Board of Commissioners for Marion County;
- (d) Two (2) members of the Board shall be appointed by the Council of Columbus, Georgia;
- (e) Two (2) members of the Board shall be appointed by the Board of Commissioners of Talbot County; and
- (f) Two (2) members of the Board shall be appointed by the Board of Commissioners of Taylor County.
- (g) Two (2) members of the Board shall be appointed by the Board of Commissioners of Russell County, Alabama:
- (h) Two (2) members of the Board shall be appointed by the Council of West Point, Georgia;

One (1) of the members appointed by each of the Governing Bodies shall serve an initial two (2) year term. The remaining member appointed by each of said Governing Bodies shall serve an initial four (4) year term and all subsequent members appointed to the Board by said Governing Bodies shall serve four (4) year terms. No more than one (1) member of the Board selected by each Governing Body may be a member of the Governing Body appointing the member.

Each member appointed to the Board shall be a taxpayer residing within the county or city making the appointment to the Board. The members of the Board shall receive no compensation for their services, but shall be entitled to reimbursement for actual expenses incurred in the performance of their duties as members of the Board. The initial members

appointed by each respective Governing Body to the Board shall be named in the activating Concurrent Resolutions approved by each of the Governing Bodies. Each member of the Board shall serve his or her stated term noted in the Concurrent Resolutions and continue to serve as a member of the Board until his or her successor is qualified and chosen. In the event of the death or resignation of a member of the Board, his or her successor shall be duly appointed by the respective Governing Body where the former member was a resident.

3. Officers. At the initial meeting of the Board, there shall be elected by majority vote, a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and may elect one or more Assistant Secretaries, and/or one or more Assistant Treasurers (neither assistant secretaries nor assistant treasurers need to be members of the Board) for the Authority, all of whom shall serve two (2) year terms. The Chairman or a Vice-Chairman shall sign, on behalf of the Authority, all official documents which shall be attested to by either the Secretary, an Assistant Secretary or the Treasurer or an Assistant Treasurer.

4. Term. The Authority shall be deemed formally created and authorized to do business on _____ and the filing with the Secretary of State of these Third Amended and Restated Articles of Organization with the Concurrent Resolutions from the Governing Bodies. The Authority shall have perpetual existence, but may be dissolved at any time by the vote of all of the Governing Bodies which created the Authority. The vote to withdraw from the Authority by one or more of the Governing Bodies will not cause the dissolution of the Authority as to the Counties remaining.

5. Meetings of the Board. (a) The Board shall establish a regularly scheduled meeting date, which shall not be less frequently than quarterly. All meetings of the Board shall be subject to the Open and Public Meetings Law (O.C.G.A. §50-14-1, et. seq.) and, subject to said law, may be called at any time by the Chairman, or by two or more members of the Board. The members of the Board may participate in a meeting by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear each other, and participation in any such meeting shall constitute presence in person at such meeting.

(b) Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting. Unless otherwise required by law, the act of a majority of the Board present and voting at any properly convened meeting at which there is a quorum shall be deemed the act of the Authority.

6. Operational Business Plan. Within six (6) months of the creation of the Authority, the Board shall develop an operational business plan, and furnish a copy thereof to each of the Governing Bodies. Thereafter, the operational business plan shall be revised from time to time as reasonably determined by the Board. Copies of any such revisions to the operational business plan shall be sent to each of the Governing Bodies.

7. Taxation. The Authority shall not be required to pay any state or local taxes or other assessments imposed by the State, or any County, municipal corporation or other political subdivision or taxing district, nor shall there be any ad valorem property taxes assessed against any property acquired and owned by the Authority or under its jurisdiction, control, possession, supervision or leased to a private entity, as provided by O.C.G.A. §36-62-3. The foregoing exemption from taxes shall not include an exemption from sales and use taxes on property purchased by or used by the Authority.

8. Powers of the Authority. The Authority shall have all the powers provided for under O.C.G.A. §36-62-6, including, but not limited to the power:

- (a) To bring and defend actions;
- (b) To adopt and amend a corporate seal;
- (c) To make and execute contracts and other instruments necessary to exercise the powers of the Authority, any of which contracts may be made with either of the counties in which the Authority is located or with any one or more municipal corporations in such counties;
- (d) To receive and administer gifts, grants and devises of any property and to administer trusts;
- (e) To acquire, by purchase, gift, or construction, any real or personal property desired to be acquired as part of any project or for the purpose of improving, extending, adding to, reconstructing, renovating, or remodeling any project or part thereof already acquired or for the purpose of demolition to make room for such project or any part thereof;
- (f) To sell, lease, exchange, transfer, assign, pledge, mortgage, dispose of, or grant options for any real or personal property or interest therein for any such purposes;
- (g) To dispose of any real property for fair market value, regardless of prior development of such property as a project, whenever the Board may deem such disposition to be in the best interests of the Authority if the Board prior to such disposition shall determine that such real property no longer can be used advantageously as a project for the development of trade, commerce, industry, and employment opportunities;
- (h) To mortgage, convey, pledge, or assign any properties, revenues, income, tolls, charges, or fees owned or received by the Authority;

- (i) To appoint officers and retain agents, engineers, attorneys, fiscal agents, accountants, and employees and to provide for their compensation and duties;
- (j) To extend credit or make loans to any person, firm, corporation, or other industrial entity for the planning, design, construction, acquisition, or carrying out of any project, which credit or loans shall be secured by loan agreements, mortgages, security agreements, contracts, and all other instruments, fees, or charges, upon such terms and conditions as the Authority shall determine reasonable in connection with such loans, including provision for the establishment and maintenance of reserves and insurance funds; and, in the exercise of powers granted by O.C.G.A. § 36-62-6 in connection with a project for such person, firm, corporation, or other industrial entity, to require the inclusion in any contract, loan agreement, security agreement, or other instrument, of such provisions for guaranty, insurance, construction, use, operation, maintenance, and financing of a project as the Authority may deem necessary or desirable;
- (k) To acquire, accept, or retain equitable interests, security interests, or, other interest in any property, real or personal, by mortgage, assignment, security agreement, pledge, conveyance, contract, lien, loan agreement, or other consensual transfer, in order to secure the repayment of any moneys loaned or credit extended by the Authority;
- (l) To construct, acquire, own, repair, remodel, maintain, extend, improve, and equip projects located on land owned or leased by the Authority or land owned or leased by others and to pay all or part of the cost of any such project from the proceeds of revenue bonds of the Authority or from any contribution or loans by persons, firms, or corporations or any other contribution, all of which the Authority is authorized to receive, accept, and use;
- (m) To borrow money and issue its revenue bonds and bond anticipation notes from time to time and to use the proceeds thereof for the purpose of paying all or part of the cost of any project, including the cost of extending, adding to, or improving the project, or for the purpose of refunding any such bonds of the Authority theretofore issued and to otherwise carry out the purposes for which the Authority was created and to pay all other costs of the Authority incident to or necessary and appropriate to such purposes, including the providing of funds to be paid into any fund or funds to secure such bonds and notes, provided that all such bonds and notes shall be issued in accordance with the procedures and subject to the limitations set forth in O.C.G.A. § 36-62,-8;

- (n) To provide security for repayment of Authority obligations, to pledge, mortgage, convey, assign, hypothecate, or otherwise encumber any property, real or personal, of the Authority and to execute any trust agreement, indenture, or security agreement containing any provisions not in conflict with law, which trust agreement, indenture, or security agreement may provide for foreclosure or forced sale of any property of the Authority upon default, on such obligations, either in payment of principal or interest or in the performance of any term or condition, as are contained in such agreement or indenture;
- (o) To expend for the promotion of industry, agriculture, and trade within its area of operation any funds of the Authority determined by the Board to be in excess of those needed for the other corporate purposes of the Authority; and
- (p) To do all things necessary or convenient to carry out the powers expressly conferred herein and by Chapter 36-62 of the O.C.G.A.

9. Limitations of the Authority and Prohibited Transactions. The Authority shall be prohibited from operating a project, except for an industrial park, as provided under O.C.G.A. § 36-62-7, and all members of the Board shall be prohibited from transacting business for pecuniary gain with the Authority, as provided by O.C.G.A. § 36-62-5(e) with such exceptions as provided therein.

10. Job Tax Credits. The members of the Board shall strive to take advantage of the enhanced job tax credits available within the jurisdiction of the Authority pursuant to the provisions of O.C.G.A. § 48-7-40, including the filing of any and all such documents and papers as may be required to receive the enhanced job tax credits.

11. Regional Facilities. The development of any “regional facilities” for use by the Authority, such as industrial parks, will be undertaken pursuant to such intergovernmental agreements as may be entered into among the Governing Bodies in accordance with the Georgia Constitution Article 9, Section 4, Paragraph IV and applicable law. Any such agreements shall be on such terms as the Governing Bodies shall agree.

12. Debt. The Authority shall not be authorized to create in any manner any debt, liability or obligation against the State of Georgia, Chattahoochee County, Harris County, Marion County, Columbus, Muscogee County, Talbot County, Taylor County, Russell County, Alabama, West Point Georgia, or any municipal corporation located therein.

13. Bonds. The Authority shall be entitled to issue bonds, bond anticipation notes, trust indentures, deeds to secure obligations, security agreements, and mortgages

as provided under the provisions of O.C.G.A. § 36-62-8, subject to the limitations of O.C.G.A. § 36-62-9.

14. Prohibited Land Purchases. The Authority shall not purchase or accept title to any real property located within a county or municipality which is a party to these Articles of Organization without the written consent to such acquisition by the Governing Body of such county.

15. Amendment. These Articles of Organization may be amended only by the approval of all of the Governing Bodies.

16. Severability. In the event any provision of these Articles of Organization is determined to be unconstitutional or unenforceable by a court of competent jurisdiction, all other provisions contained herein shall remain in full force and effect.

[Signatures Follow]

IN WITNESS WHEREOF, the foregoing Articles of Organization, are hereby adopted effective the ____ day of _____, 2026.

CHATTAHOOCHEE COUNTY BOARD OF
COMMISSIONERS

By: _____
Chairman

(Signatures continue on following page)

HARRIS COUNTY BOARD OF
COMMISSIONERS

By _____
Chairman

(Signatures continue on following page)

MARION COUNTY BOARD OF
COMMISSIONERS

By _____
Chairman

(Signatures continue on following page)

COLUMBUS, GEORGIA

By: _____
Mayor

Attest: _____
Clerk of Council

Approved as to form.

City Attorney

(Signatures continue on following page)

TALBOT COUNTY BOARD OF
COMMISSIONERS

By _____
Chairman

(Signatures continue on following page)

RUSSELL COUNTY BOARD OF
COMMISSIONERS

By_____

Chairman

(Signatures continue on following page)

TAYLOR COUNTY BOARD OF
COMMISSIONERS

By_____

Chairman

(Signatures continue on following page)

CITY OF WEST POINT, GEORGIA

By _____
Mayor